

# Exhibit 1



## Martin Moore KC

Call: 1982 Silk: 2002

Martin is a leading Silk for company law litigation and advice, corporate finance, financial services, and insolvency.

He has particular expertise in large-scale, complex corporate transactions and reorganisations (including takeovers and mergers), schemes of arrangement, and schemes for the transfer of insurance and banking business (Part VII transfers).

[clerks@erskinechambers.com](mailto:clerks@erskinechambers.com)

### Corporate

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- Corporate governance
- Capital markets
- M&A
- Takeovers
- Structured finance
- Joint ventures
- Shareholder disputes
- Corporate reorganisations
- Part VII business transfers
- Cross-border mergers

Martin has acted for the following:

Sky on its acquisition by ComCast

SAB Miller on its acquisition by AB InBev

Liberty Global as bidder for Cable and Wireless

Home Retail Group on its acquisition by Sainsbury's

In the matter of Dee Valley Group Plc – Martin acted for Severn Trent Water Limited, the bidder in a take-over scheme of arrangement

SAB Miller on its proposed takeover by Anheuser-Busch InBev.

Friends Life's acquisition by Aviva plc

Bid for Songbird Estates

Cross-border merger of International Game Technology Inc and GTech S.p.A.

Invensys plc on its acquisition by Schneider Electric Ltd

A significant shareholder in Bumi Resources plc

## Martin Moore KC

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Verizon Inc on its \$130bn transaction with Vodafone

Glencore International plc on its controversial acquisition of Xstrata plc

William Hill plc on its acquisition of Sportingbet plc

Dentsu on its acquisition of Aegis plc

Cookson Group plc on its demerger

Britvic plc on its aborted reverse takeover by AG Barr plc

VT Group plc on its acquisition by Babcock International plc

Liberty International plc on its demerger

Prudential plc in connection with the attempted acquisition of AIA Asia

Kraft Foods Inc on its acquisition of Cadbury plc

BA plc on its merger with Iberia

## Financial Services

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- Financial regulation and enforcement
- Prospectus liability
- Financial promotion
- Collective investment schemes
- Market abuse / insider trading
- Part VII transfers
- Client money

Martin has been instructed by nearly all the major UK banks in relation to the ring-fencing requirements introduced by the Banking Reform Act 2013.

Having successfully completed ring-fencing, he is now advising many major banks on executing their Brexit strategies, including Barclays, BNP Paribas, Citibank, HSBC, JP Morgan and UBS. He is also advising major insurance companies on similar issues including AIG Europe and Hiscox Insurance.

Martin is considered the go-to Silk for Part VII transfers. He has advised and appeared on:

The managed separation of the Old Mutual Group, through two schemes of arrangement, a demerger and an IPO.

The demutualisation of Reliance Mutual Insurance.

The rationalisation of the Phoenix Group.

The integration by Royal London of the long-term business of Co-operative Insurance Society.

The domestication of the Hong Kong branch of the Prudential.

The acquisition by Barclays Bank plc of ING Direct.

The rationalisation of the European businesses of Met Life following its acquisition of AIG.

The sale of Egg Bank to the Yorkshire Building Society.

The rationalization of the Royal & Sun Alliance's general insurance carriers.

Internal reorganisations for Zurich.

## Martin Moore KC

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The innovative reattribution of the £1.2bn of its inherited estate undertaken by the Aviva group of companies.

The transfer to Santander UK plc of the deposit taking and mortgage lending business of Alliance & Leicester plc.

The transfer to Banco Halifax Hispania of the Spanish branch of Lloyds TSB Bank.

The transfer of the with-profit and non-profit annuity businesses of the Equitable Life Assurance Society to, respectively, the Prudential and Canada Life.

The transfer of the deposit taking and mortgage lending business of Cheltenham & Gloucester plc to Lloyds TSB plc.

The transfer out of Society of Lloyds of the business of Highway Insurance.

The transfer of all Swiss Re's United Kingdom business to a Luxembourg entity and the creation of a UK registered Societas Europaea, believed to be a first.

The transfer of all the United Kingdom custodian and corporate trust business of J.P. Morgan to the Bank of New York.

The Resolution Life group of companies' reorganisation of their long-term insurance business.

Martin has written two opinions for the Financial Reporting Council which are publicly available. The first entitled The True and Fair Requirement Revisited which considered the impact of European legislation and international accounting standards on the true and fair requirements. The second entitled International Accounting Standards and Its True and Fair View. Martin advises the Institute of Chartered Accountants in England and Wales on technical issues arising from the interaction of accounting matters and company law. He advised on TECH 02/10 on realised profits and continues to advise on other guidance issued to the accountancy profession.

Martin has been involved in advising on numerous issues arising from the near collapse of the banking system in 2008 including advising the Royal Bank of Scotland plc in relation to the adjustment of the pension arrangements for its former chief executive.

## Memberships and publications

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COMBAR

Chancery Bar Association

South Eastern Circuit

## Ranked in

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**Chambers & Partners UK Bar 2024 –**

Company, Insurance

**Legal 500 2024 –**

Company & Partnership, Banking & Finance, Insolvency, Insurance & Reinsurance

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Martin Moore KC

UK Bar Guide 2025

Company, Insurance

Enhance your  
profileBuild a stand out  
Profile to get your

## Chambers Review

Provided by Chambers

### UK Bar

Company - London (Bar)

Star Individuals

Martin Moore KC is widely considered a leading authority on corporate transactional and reorganisation matters, and attracts repeated praise from solicitors for his expertise in scheme of arrangement work. He attracts particular acclaim for his work in cases involving banking and insurance.

#### Strengths

***"Martin is a pragmatic, highly commercial barrister, who is able to assimilate things quickly. He is a man with an illustrious name, who is pragmatic and great at divining the right way forward."***

***"Martin is an advocate of the highest calibre. He provides the team with outstanding strategic advice and leadership, and is across the detail at every level."***

***"Martin is extremely well respected in the market."***

[Learn more about this team](#) [View ranking table](#)

### Insurance - London (Bar)

3

Band 3

Martin Moore KC of Erskine Chambers is widely regarded as the leading practitioner for representation on Part VII transfers. He advises across the full spectrum of insurance regulatory and compliance issues, and is increasingly active in the areas of product development and company reorganisation. His clients include an impressive number of market-leading companies.

#### Strengths

***"Martin is highly intelligent and can process at frightening speeds. He is also excellent at articulating this in court."***

***"Martin is a go-to barrister for Part VII-related work."***

Legal500

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**Erskine Chambers**

erskinechambers.com

**Martin Moore KC**[Erskine Chambers](#), London

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- **Profile**[www.erskinechambers.com](http://www.erskinechambers.com)

**Position**

Martin is a leading Silk for company law litigation and advice, corporate finance, financial services, and insolvency. He is a go-to silk for large-scale, complex corporate transactions and reorganisations (including takeovers and mergers), schemes of arrangement, cross-border mergers, establishment of Societas Europaea and schemes for the transfer of insurance and banking business (Part VII transfers).

His clients are predominantly UK Plc and large multi-national corporations and his instructing solicitors are Magic Circle and Silver Circle firms. He is often consulted on a complex issues involving group structures, liability management, contractual construction, regulatory issues, directors' duties and conflicts.

He has written two published opinions for the Financial Reporting Committee on the True and Fair requirement, has advised on Bermudan, Hong Kong and Channel Islands law and has given expert evidence in the United States and Australia.

Significant cases include ; Jardine Strategic Holdings (Appraisal action in Bermuda acting for Jardine Matheson Group – market cap \$38 billion Fortune 500 company) ; Nam Tai was an improper purpose and breach of fiduciary duty case in relation to a PRC business incorporated in the BVI which Martin Moore KC , Edward Davies KC and Ben Griffiths won both at first

instance and on appeal to the Eastern Caribbean Court of Appeal ; Myovant (appraisal action in Bermuda involving a bio-pharma company. It is at a relatively early stage)

#### **Career**

BA (Oxon). Year Qualified: 1982. Lincoln's Inn. KC 2002.

Called to the Bar of the Eastern Caribbean Supreme Court (British Virgin Island) 2020

Called to the Bar of Northern Ireland 2020

#### **Memberships**

COMBAR; Chancery Bar Association.

#### **Mentions**

##### **London Bar**

##### **Banking and finance (including consumer credit)**

##### **Leading silk3**

*Martin Moore KC – Erskine Chambers*

##### **London Bar**

##### **Company**

##### **Leading silk1**

*Martin Moore KC – Erskine Chambers ‘Martin is immensely clever and very incisive. He gets to the heart of the matter and delivers commercial advice.’*

##### **London Bar**

##### **Insurance and reinsurance**

##### **Leading silk3**

*Martin Moore KC – Erskine Chambers ‘One of the leaders, with unrivalled experience in insurance business transfer schemes.’*